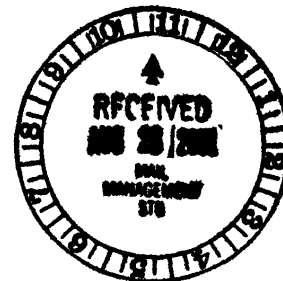




THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



RECORDATION NO. 16594-M FILED

July 16, 2001

AUG 29 '01

TE 4 8 PM

SURFACE TRANSPORTATION BOARD

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Vernon A. Williams, Secretary
Surface Transportation Board
Documents for Recordation
1925 K Street, N.W. #700
Washington, DC 20423

Dear Sir or Madam:

Enclosed are the original and two certified copies of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The primary document to which this is connected is recorded under Recordation No. 16594.

The names and addresses of the parties to the document are as follows:

Trustee:	Citibank, N.A. 111 Wall Street 14th Floor New York, NY 10005
Company:	Union Tank Car Company 225 West Washington Street Chicago, Illinois 60606

A description of the Equipment covered by the enclosed document follows:
Railroad tank cars as listed in Schedule A.

A short summary of the document to appear in the Index follows:

Bill of Sale dated as of February 14, 1999, by Citibank, N.A., as Trustee, covering railroad tank cars as more fully described in Schedules A and B to this letter.

The purpose of this Bill of Sale is to document that the lien of the Trustee has terminated and title to the cars has been transferred to the Company.

Surface Transportation Board
July 16, 2001
Page 2

Please file this document as a supplement to the filing referred to above and return the certified copies of the document, stamped to show the filing, to me. Our check in the amount of \$56 for the filing fees for this and one other related document under the same recordation number has been sent to you with a separate covering letter included in this envelope.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Christina M. Washington
Legal Assistant

encls.

utc4066

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION
2/15/99

CERTIFICATE TRUST SERIES: R-021

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
9	T108	30,000 GAL.	UTLX 202289, 202290, 202292- 202294, 202296, 202325, 202329, 202330
1	T106	24,300 GAL.	CELX 22108
<u>10</u>	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 21 (R21)

2/15/99

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
4	C214	5,800	UTCX 47167, 47923, 48122, 48148
1	T054	14,000	UTLX 125064
1	T104	16,000	UTLX 600337
2	T105	20,500	UTLX 640896, 640913
4	T105	20,000	UTLX 640931, 640936, 641160, 641161
5	T106	23,500	UTLX 200995, 640999, 641452, 641502, 641537
<u>1</u>	T907	25,600	UTLX 900513
18	TOTAL		

BILL OF SALE

CITIBANK, N.A.,
as Trustee under Equipment Trust Agreement
Dated as of October 13, 1989 (Series 21)
to
UNION TANK CAR COMPANY

RECORDATION NO. 16594-M FILED
AUG 29 '01 12 48 PM
SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A., as Trustee under that certain Equipment Trust Agreement dated as of October 13, 1989 ("Trust Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

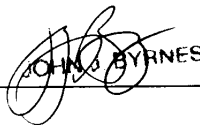
TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.


THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Trust Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of February 14, 1999.

Attest:

CITIBANK, N.A.,
as Trustee


JOHN J. BYRNES

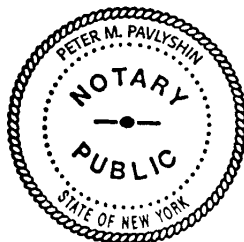
By: 
Its P. DeFelice
Vice President

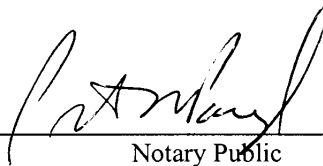
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STATE OF NEW YORK)
COUNTY OF NEW YORK) ss

APR 17 2001

On May ____, 1999, before me, a Notary Public in and for said State and County, personally appeared P. DeFelice and JOHN J. BYRNES, to me personally known, who being by me duly sworn did say that they are, respectively, Vice President and vice President of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.




Notary Public

PETER M. PAVLYSHIN
Notary Public, State of New York
No. 41-4991297
Qualified in Queens County
Certificate Filed in New York County
Commission Expires January 27, 2002

UTC2044

2/15/99

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 21 (R21)

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